

File

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT NO. 2324

LISTED DECEMBER 11, 1968

22,188,038 Shares of B\$1 par value each, of which 28,278 shares are subject to issuance

Stock Symbol "NPD"

Post Section 4.5

Dial Quotation No. 1217

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED

Incorporated under The Companies Act of the Bahama Islands
by Memorandum of Association dated March 12, 1962

Shares of B\$1

CAPITALIZATION AS AT DECEMBER 3, 1968

CAPITAL STOCK	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
Shares of B\$1 each	30,000,000	22,159,760	22,188,038
LONG-TERM DEBT			
Sundry indebtedness	—	B\$329,018	Nil

NOTE: Particulars of the long-term debt are shown in the consolidated balance sheet and pro-forma consolidated balance sheet on page 15 of the prospectus referred to in paragraph 2.

December 3, 1968

1. APPLICATION

THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED (hereinafter called the "Company") hereby makes application for the listing on The Toronto Stock Exchange of 22,188,038 shares of B\$1 each of the Company, of which 22,159,760 are issued and are outstanding as fully paid and non-assessable. The remaining 28,278 shares are reserved for issue upon the exercise of options held by minority shareholders of a subsidiary of the company, which options are exercisable within thirty (30) days after redemption of Non-Cumulative Redeemable Preference Shares of such subsidiary held by such minority shareholders. Such options are exercisable for cash at par, namely at B\$1 per share.

2. REFERENCE TO PROSPECTUS

Reference is hereby made to the prospectus (hereinafter called the "prospectus") issued by the Company under date of November 14, 1968 with respect to the offering of 3,500,000 shares of B\$1 each of the Company, a copy of which prospectus is attached hereto and is hereby incorporated in this application and made part hereof.

3. SHARES ISSUED SINCE INCORPORATION

Shares of B\$1 each

<u>Date of Issue</u>	<u>Number of Shares Issued</u>	<u>Amount Realized per Share</u>	<u>Total Amount Realized</u>	<u>Issued for</u>
March 12, 1962	13	B\$1	B\$ 13	Cash
June 29, 1962	7,580,203	B\$1	7,580,203	Land in New Providence
June 29, 1962	614,070	B\$1	614,070	Cash

<u>Date of Issue</u>	<u>Number of Shares Issued</u>	<u>Amount Realized per Share</u>	<u>Total Amount Realized</u>	<u>Issued for</u>
December 21, 1962	35,714	B\$1	35,714	Cash
August 22, 1963	400,000	B\$1	400,000	Cash
January 3, 1964	120,000	B\$1	120,000	Land in New Providence
June 30, 1964	255,714	B\$1	255,714	Cash
August 19, 1966	26	B\$1	26	Cash
November 15, 1966	666,000	B\$1	666,000	Cash
December 12, 1966	1,250	B\$1	1,250	Acquisition of shares in subsidiary
February 23, 1967	3,397,654	B\$1	3,397,654	Land in New Providence
May 31, 1967	125,000	B\$1	125,000	Acquisition of shares in subsidiary
November 23, 1967	75,000	B\$1	75,000	Cash
June 20, 1968	1,025,000	B\$1	1,025,000	Cash
June 20, 1968	1,130,880	B\$1	1,130,880	Land in New Providence
June 20, 1968	33,440	B\$1	33,440	Acquisition of shares in subsidiary
June 28, 1968	3,135,875	B\$1	3,135,875	Cash
June 28, 1968	10,000	B\$1	10,000	Acquisition of shares in subsidiary
September 30, 1968	53,921	B\$1	53,921	Cash
December 3, 1968	3,500,000	B\$1	3,500,000	Cash
			<u>B\$22,159,760</u>	

In August 1966 the shares of the Company were subdivided from a par value of £1 each to a par value of one shilling each and such shares were subsequently consolidated into shares of a par value of seven shillings each or B\$1 each. All shares shown in the above table are shares of B\$1 each as presently constituted.

4. OPINION OF COUNSEL

Messrs. Carson, Lawson & Levine, Nassau, Bahamas, counsel for the Company are filing in support of this application an opinion stating, among other things that

(i) the Company was duly incorporated under the laws of The Bahamas, has been duly organized and is a valid and subsisting Company in good standing under the laws of The Bahamas; and

(ii) the authorized capital of the Company consists of 30,000,000 shares of B\$1 each of which 22,159,760 shares are issued and outstanding as fully paid and non-assessable and of which a further 28,278 shares are reserved for the exercise of options held by minority shareholders of a subsidiary of the Company, which options are exercisable within thirty (30) days after the redemption of Non-Cumulative Redeemable Preference Shares of such subsidiary held by such minority shareholders, such options being exercisable for cash at par, namely at B\$1 per share.

5. STATUS UNDER SECURITIES ACTS

The offering of 3,500,000 shares of B\$1 each referred to in paragraph 2 and in the prospectus was qualified for sale to the public in November 1968 by the Underwriters in all provinces of Canada except the provinces of Prince Edward Island and Newfoundland.

6. LISTING ON OTHER STOCK EXCHANGES

There are no securities of the Company listed on any other stock exchange.

7. FISCAL YEAR

The fiscal year of the Company ends on June 30 in each year.

8. ANNUAL MEETING

The Articles of Association of the Company provide that the Annual General Meeting of shareholders shall be held once in every calendar year at such time, not being more than eighteen (18) months after the holding of the last preceding Annual General Meeting, and at such place as may be determined by the directors. The last annual meeting of the Company was held on May 28, 1968.

9. HEAD OFFICE

The registered office of the Company is located at 50 Frederick Street, Nassau, Bahamas. The principal office of the Company is located at West Bay Street, New Providence, Bahamas.

No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

New Issue

The New Providence Development Company Limited

(Incorporated under the laws of The Bahamas)

3,500,000 Shares
(of B\$1.00 each)

The 3,500,000 shares offered by this prospectus are authorized but unissued shares being acquired from the Company.

There is at present no public market for the shares of the Company and the offering price was determined by negotiation between the Company and the Underwriters.

Unless otherwise indicated all dollars expressed in this prospectus are Bahamian dollars, which, during the ten months ended October 31, 1968, ranged from \$1.04¼ (Canadian) to \$1.07½ (Canadian).

Application has been made to list the shares of the Company on The Toronto Stock Exchange. Acceptance of the listing will be subject to the filing of required documents and evidence of satisfactory distribution, both within ninety days.

Price: \$1.16 per share
(Canadian Funds)

	<u>Price to public</u>	<u>Underwriting discount</u>	<u>Proceeds to Company*</u>
Per Share (stated in Canadian funds).....	\$1.16	\$0.10	\$1.06
Total (stated in Canadian funds).....	\$4,060,000	\$350,000	\$3,710,000

*Before deduction of expenses payable by the Company estimated not to exceed \$63,300 (Canadian funds)

Payment, at B\$1.10 per share, being the equivalent in Bahamian dollars of the Canadian price to the public, based on the exchange rate at November 11, 1968, may be made by purchasers resident in the Bahamas. Payment at 9s./—½d. per share, being the equivalent in pounds sterling of the Canadian price to the public based on the exchange rate at November 11, 1968, may be made by purchasers resident in the sterling area, other than in the Bahamas.

As the major revenue earning operations of the Company began only in 1967, and as the Company has just recently started to develop its properties, the shares offered by this prospectus are considered speculative. Reference is made to the material which appears under the headings "Property Acquisitions" and "Interest of Management and Others" in this prospectus.

We, as principals, offer these shares subject to prior sale, if, as and when delivered and accepted by us. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

It is expected that share certificates in definitive form will be available for delivery on or about December 3, 1968.

November 14, 1968.

TABLE OF CONTENTS

	<u>Page</u>
THE COMPANY.....	3
USE OF PROCEEDS.....	3
CAPITALIZATION.....	3
NEW PROVIDENCE ISLAND AND THE BAHAMAS.....	4
MASTER PLAN.....	4
DEVELOPMENT.....	5
REVENUE PRODUCING OPERATIONS.....	5
Aggregate Production.....	6
Animal Husbandry.....	6
Fresh Water Production.....	6
SUBSIDIARIES.....	6
MANAGEMENT.....	7
TAXATION.....	7
PROPERTY ACQUISITIONS.....	7
PRINCIPAL SHAREHOLDERS.....	8
DIRECTORS AND OFFICERS.....	9
Remuneration.....	10
Stock Options.....	10
INTEREST OF MANAGEMENT AND OTHERS.....	10
MAP	
MATERIAL CONTRACTS.....	11
DETAILS OF THE OFFERING.....	11
Description of the Shares.....	11
Non-Cumulative Voting.....	11
Underwriting.....	11
EXCHANGE CONTROL.....	12
PRIOR SALES.....	13
DIVIDENDS.....	13
TRANSFER AGENTS AND REGISTRARS.....	13
AUDITORS.....	13
LEGAL MATTERS.....	13
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION.....	13
FINANCIAL STATEMENTS.....	14-18
Consolidated Balance Sheet and Pro Forma Consolidated Balance Sheet...	14-15
Consolidated Statements of Earnings and Retained Earnings.....	16
Consolidated Statement of Source and Application of Funds.....	17
Notes to Consolidated Financial Statements.....	18
AUDITORS' REPORT.....	18
CERTIFICATE OF THE COMPANY.....	19
CERTIFICATE OF THE UNDERWRITERS.....	19

THE COMPANY

The New Providence Development Company Limited (the "Company") was incorporated under The Companies Act of the Bahama Islands by Memorandum of Association dated March 12, 1962. The authorized capital of the Company was altered in March 1962, August 1966 and May 1968, by shareholders' resolutions.

The registered office of the Company is 50 Frederick Street, Nassau, New Providence, Bahamas, and its principal office is located at West Bay Street, New Providence, Bahamas. (Postal address: Box 4820, Nassau, New Providence, Bahamas).

The Company owns 5,286 acres on New Providence Island, the tourist, financial and governmental centre of the Bahamas. Its properties, including more than 5,000 acres assembled in a single tract, represent approximately 10% of the total land area of the island. Development for resort, recreational, residential and commercial purposes is to be carried out in progressive stages with the rate of urbanization carefully aligned to the growth in tourism and population and with full utilization of the natural resource potential of the landscape.

The Company's main property is bordered on the south by the sea, on the east by Nassau International Airport, and on the northwest by Lyford Cay, a resort and recreational development of the highest quality. The major roads leading from Nassau, New Providence's population centre, some 10 miles distant, circle the western end of the island, thus traversing the property on both the north and the south.

The main property includes 11,600 feet of sea frontage, of which approximately 6,000 feet on the south and 1,600 feet on Old Fort Bay on the north is excellent beach. The Company's beach properties comprise some of the finest undeveloped beaches on the Island.

In addition to the main property, the Company owns 66 acres on the outskirts of Nassau, 20 acres near the centre of the Island which is the site of its dairy plant and 118 acres on the eastern side of Nassau International Airport.

(See Map and Property Acquisitions)

USE OF PROCEEDS

The estimated net proceeds to be derived by the Company from the sale of the 3,500,000 shares offered by this prospectus, amounting to \$3,646,700 (Canadian funds) or the equivalent thereof in Bahamian dollars or pounds sterling, after expenses of issue, will be added to the general funds of the Company for use in the development of its property. The Company will obtain additional funds through borrowings from banks and others, and from the cash flow of its operations. It is not the Company's intention to segregate the proceeds from this issue from funds now on hand or obtained in the future. As and when expenditures are made, including expenditures on the first stage of development of its property, to cost an estimated B\$6,000,000, the co-mingled funds of the Company from all sources will be used. Until so used, the Company's funds will be invested in its best interests as determined by its management.

CAPITALIZATION

	Outstanding at June 30, 1968	Outstanding at September 30, 1968	To be outstanding upon completion of this financing (1)
Sundry Indebtedness.....	B\$371,031	B\$366,347	B\$366,347
Minority interest in subsidiary company			
Preference Shares.....	B\$ 94,260	B\$ 94,260	B\$ 94,260
Ordinary Shares and Deficit.	(B\$ 8,356)	(B\$ 8,356)	(B\$ 8,356)
Capital Stock:			
Authorized 30,000,000 shares of B\$1.00 each			
Issued (2).....	18,605,839 shs. (B\$18,605,839)	18,659,760 shs. (B\$18,659,760)	22,159,760 shs. (B\$22,159,760)

NOTE:

- (1) This capitalization table reflects the issue and sale by the Company of 3,500,000 shares for B\$3,500,000 cash.
- (2) 28,278 shares are reserved for the exercise of options referred to under "Stock Options".
- (3) On September 30, 1968 the Company sold its investment in the non-consolidated subsidiary referred to in the notes to the consolidated financial statements. This capitalization table does not include particulars with respect to this company.

NEW PROVIDENCE ISLAND AND THE BAHAMAS

The Bahama Islands are an archipelago of some 700 islands and 2,400 cays in the Atlantic Ocean east of Florida, north of Cuba and north-west of the Caribbean Island chain. Towards the northern end of the archipelago lies the island of New Providence, of which Nassau is the main centre. New Providence is 190 miles east of Miami and 35 minutes flying time away. Jet travel has placed New Providence within 2½ to 3 hours of New York, Toronto and Montreal.

The Bahamas are within the sterling area, yet the economy has a hard currency base as a result of earnings from tourism and finance. This was demonstrated by the Islands' avoidance of devaluation during the sterling crisis of November, 1967.

The economy of the Bahamas is largely dependent on tourism which has grown at an outstanding rate with an increase from 32,018 visitors in 1949 to 915,237 visitors in 1967, an average annual growth rate in excess of 20%. In 1968 the number of visitors will pass the 1,000,000 mark. The Bahamas has the allure of being a "foreign land" to the North American tourists who make up the majority of the visitors.

The resident population of New Providence Island, which is concentrated in and around the City of Nassau, is estimated to be about 100,000 or about 64% of the Bahamas' total. New Providence Island's rate of growth in the past decade has been outstanding. Tourism has doubled every 5 years, population every 12 years and electricity and water consumption every 5 years. The continued expansion of the population of New Providence and a rising standard of living are expected to create a demand for new living areas. Similarly, the continuing increase in tourism resulting from the arrival of the jet age, the availability of more leisure time and the over-crowding of recreational facilities in North America, will require expanded tourist facilities on the island.

In addition to the climatic appeal, a major stimulant to many forms of development in the Bahamas is the liberal taxation system. There is no income tax, personal or corporate, no inheritance or gift taxes and no capital gains tax. This environment has resulted in the location of numerous banking and financial institutions which have brought with them associated employment opportunities as well as investments that have stimulated the local economy.

MASTER PLAN

Nassau, with all its attractiveness and charm, developed as a colonial town and, as such, is being choked by its own growth and prosperity with the result that it is becoming increasingly inadequate as New Providence's sole population centre. The Company has developed a plan calling for a "New Town" centered on its property which will alleviate the pressure on Nassau, thus preserving the values which exist in the old city. It is intended that the New Town will provide hotel and recreational facilities, residential areas, shopping districts and office and industrial complexes.

Elements of the New Town are to be arranged to permit careful staging and building in such a way as to use the land to its best potential. Overall urban growth on the island has been carefully studied to ensure that transportation patterns, the location of the desirable industrial elements, extractive industry and the Company's agricultural programmes are arranged to enhance both the staged incremental growth and the ultimate development.

Tourism is the cash crop of New Providence and, as such, is of prime importance to the successful development of the Company's properties. During the season, which now extends from November to August, New Providence's daily tourist population reaches a peak of 20,000. Many of these tourists are in fact part-time residents living in apartments, condominiums, or houses that they own or rent. While the principal attraction is the weather, other amenities, such as beaches, golf courses and tennis courts must exist for the climate to be enjoyed.

The Company's coastal lands and beaches offer ideal locations for the development of resort areas. On the southern beaches at least six hotel sites of 10 to 15 acres each can be provided. These sites can accommodate large hotels of up to 500 rooms with a full range of facilities. This area is expected to act as a catalyst for the development of the New Town.

The master plan calls for open spaces encompassing playing fields, parklands and golf courses. The ever increasing popularity of golf, a year-round pastime in the Bahamas, coupled with the increased leisure time available, makes the provision of an ample number of golf courses highly desirable. It is intended that both the resort and residential areas of the New Town will focus on these golf courses.

A series of ridges run through the centre of the Company's property parallel to the sea and rising to a height of 70 feet. The crests of these ridges, which provide views over the sea, are considered to be most desirable for a relatively high density residential use.

One of the objects of the master plan is to provide facilities which will allow for diversity of employment opportunities. The design concept, therefore, envisages, in addition to office and commercial complexes, the eventual establishment of industrial areas. Manufacturing and bulk storage facilities are expected to be located at the south-western end of the Company's property adjacent to Clifton Pier. To the south and north-west of the airport, industrial sites will be available for companies which wish to take advantage of air transportation.

DEVELOPMENT

In marketing its land the Company intends to emphasize the sale of sites for multi-unit structures such as hotels, condominiums and apartments. This type of land use, in addition to providing the benefits of higher population densities and consequently higher values, makes more space available for recreational facilities so important to the living patterns of vacation orientated New Providence.

It is expected that condominiums, reflecting their success in other resort areas, will prove popular with both investors and single-unit owner-residents. This concept provides ownership of real property on a freehold basis of a single unit in a multi-unit structure, as well as ownership of an undivided interest in the underlying land and in the parts of the structure held in common with other owners. Condominiums offer the features of ownership without the responsibilities associated with the maintenance of an individual property, thus suiting them ideally to those who come to New Providence for recreation.

Detailed planning has been completed for the development of the southern 3,000 acres of the Company's main property. The following are to be included within this area: one 9 hole and three 18 hole golf courses; 6 hotel complexes; reservoirs and surrounding parklands. The location of residential sites will be carefully related to these major elements.

The first phase of development, involving 350 acres within the detailed planning area, is now under way. This will include construction of a 100 room hotel, the first of the 18 hole golf courses, tennis courts, swimming pools, a yacht harbour and beach facilities. The golf course is expected to be completed by December 1969, and will be the focal point of the first phase. When coupled with the hotel, which is to be finished 6 months later, and the other facilities, the golf course will act as a catalyst for the development and sale of the surrounding lands. Construction of these first elements is to be closely followed by the servicing and preparation of the adjoining lands for sale. The total cost of this programme, which is expected to be completed within three years, is estimated at B\$6,000,000 including the expense of servicing the property to be sold, but without taking into account original land costs.

REVENUE PRODUCING OPERATIONS

A key element in the Company's overall plan is the maximum utilization of the site resources. To this end, the Company has developed a series of interconnected programmes designed to improve the value and attractiveness of the landscape while at the same time earning revenue for the Company. The land, in its raw state, is overlain for the most part by a layer of "cap rock" one to two feet thick which inhibits the growth of other than scrub vegetation. The Company is transforming the land through removal of this rock to expose the soil underneath, thus permitting the seeding of grasses and the planting of trees and bushes.

The land improvement programme, which has been applied to 450 acres to date, is designed to run ahead of the requirements for real estate development thus producing acreage which can be used on an interim basis for agricultural and horticultural purposes. A further and related undertaking by the Company is the preservation and development of the fresh water resources underlying the property.

Aggregate Production

In the course of transforming the landscape for ultimate urbanization the Company is stripping the vegetation from the land, collecting the cap rock and processing it to produce various building materials such as aggregates, gravel and sand. Approximately B\$1,500,000 worth of equipment and related facilities for land preparation and for the production of aggregates and other materials have been installed. Two years ago most of the aggregates used on the Island were imported from Florida at a substantial cost. Such imports have since been largely replaced by the Company's production. Testing undertaken to determine the economics of using the aggregate materials to make brick has yielded encouraging results.

Animal Husbandry

Under the cap rock lies soil which can be cultivated for forage production, provided it is fertilized. At present, almost all the meat and much of the dairy produce requirements of New Providence are imported. Consequently, a ready market exists for the products of an animal husbandry programme. Golden Isles Dairy Limited, a subsidiary of the Company, is operating a dairy and presently has a herd of approximately 340 cattle. Expansion of the dairy operation is planned up to 1,000 head which will require the grass production from 500 acres of land. Such land use will be of an interim nature with the dairy herd being switched to a feed lot operation once the property is required for urban development. Secondary processing facilities to produce ice-cream and other products will be added to the dairy plant to further increase sales. Consideration is also being given to establishment of beef production and of a hog operation. A nursery and sod production area of approximately 100 acres is also contemplated.

Fresh Water Production

Approximately 3,000 acres of the Company's lands are underlain by an aquifer bearing quality fresh water, a scarce commodity on all coral islands. When fully developed, this area will produce an estimated 3,000,000 gallons per day. This resource is being protected and developed initially for sale, and with a view to its eventual role as an essential utility for the developing property. A further 1,000 acres of Company land are capable of producing a slightly brackish water, suitable for irrigation and golf course watering.

The Company is currently negotiating a contract with the Minister of Works of the Government of the Bahamas for the sale of water to the Government. This contract, as drafted, requires the delivery by the Company of 750,000 gallons of water per day by December 31, 1968, increasing in stages to 2,000,000 gallons of water per day by June 30, 1971. The contract will remain in effect until July 1, 1981, unless sooner terminated, and calls for a price of B\$1.05 per 1,000 gallons, subject to escalation in the event of wage or other cost increases. The Company has been selling water under the terms of this draft contract since March, 1968.

SUBSIDIARIES

The following are subsidiaries of the Company and became subsidiaries in the years indicated: Windsor Realty Company Limited, 1962; Anglo-Colonial Building Supplies (1967) Limited, 1966; New Providence Water Development Company Limited, 1967; Tongue of the Ocean Research and Development Corporation Limited, 1967 (all of which are wholly-owned and with the exception of New Providence Water Development Company Limited, are inactive) and Golden Isles Dairy Limited, 1966 (which is 95.1% owned).

MANAGEMENT

Management of the Company is widely experienced. Mr. E. P. Taylor, Chairman of the Board and President, in addition to his numerous other activities, was the founder of Canadian Equity & Development Company Limited and its subsidiary Don Mills Developments Limited. Mr. Taylor was also directly responsible for the creation and development of Lyford Cay, New Providence. Mr. J. W. Bainton, Executive Vice-President, was formerly Managing Director of Centrifugas Limited, Nassau, Bahamas, the parent company of various technical development companies operating throughout Latin America. Mr. R. S. Blackshaw, Vice-President, was formerly Managing Director of Sharples do Brasil, and more recently Vice-President and General Manager of The Lyford Cay Company Limited. Both Mr. Bainton and Mr. Blackshaw are professional engineers. Mr. George Wreglesworth, the Company's town planner, was formerly town planner for Canadian Equity & Development Company Limited.

TAXATION

The Bahamas Government does not levy any income tax, personal or corporate, nor any capital gains tax. Re-affirmation of this policy is contained in a "white paper" tabled August 21, 1968 wherein it is stated that "this government has assured the country that it is not its intention to introduce income tax or capital gains tax at the present time."

The Government currently levies a relatively modest tax on the rental value of developed properties, but there is no tax on undeveloped land. The Government has stated that it is prepared to adopt, to a large degree, the recommendations put forward in a study of the tax structure of the Bahamas conducted by an outside consultant on its behalf during 1967. Among the findings contained in this study were the following:

"A sound system of property taxation is needed in the absence of income tax to balance the inequities of what would otherwise be a sole reliance on commodity taxation."

"In the process, it will be necessary to undertake a thorough overhaul of the present assessment roles and valuations."

"Land is of unusual importance in the development of the Bahamian economy, and a modest property tax, including a tax on unused land, will contribute to a more efficient pattern of land use."

With regard to undeveloped land, the Government states in the "white paper" that, "at this point it should also be indicated that, although undeveloped lands will be assessed, several disadvantages including administrative difficulties stand in the way of immediate taxation".

The Company's management does not anticipate an adverse effect upon its operations should a modest property tax be introduced.

PROPERTY ACQUISITIONS

The history of the acquisition by the Company of its property is set out below. Acreages and ocean frontages are approximate, all shares shown are the equivalent of shares of the Company as presently constituted and all amounts are Bahamian dollars.

1962 The Company purchased from The Lyford Cay Company Limited (i) 1,764 acres of land, including 1,023 feet of ocean frontage, for \$5,001,143; (ii) 6,175 shares of Windsor Realty Company Limited, which company owned 100 acres of land, including 60 feet of ocean frontage, for \$171,328; (iii) 3 acres of land, including 350 feet of ocean frontage, for \$102,041; (iv) one half of an acre of land, including 137 feet of ocean frontage, for \$26,000; (v) all the interest of The Lyford Cay Company Limited in (a) an agreement to purchase 28 acres of land and (b) an option to purchase an additional 788 acres of land, for an aggregate price of \$2,062,714; and (vi) property known as "Tamarind" in the City of Nassau for \$216,977. This latter property included land, buildings and contents. Depreciation was taken on such buildings and contents, and the contents were subsequently sold. The property was sold by the Company in 1967 for \$200,000 to Shan-Croft Properties Limited, which was then a subsidiary of the Company. At the time of such sale the value of the property on the books of the Company was \$168,742. The shares of this subsidiary were sold by the Company in 1968 to RoyWest Banking Corporation Limited for approximately \$31,000 in excess of its carrying value. The aggregate

purchase price for the assets referred to above, namely \$7,580,203, was satisfied by the issue to The Lyford Cay Company Limited of 7,580,203 shares of the Company. These shares were subsequently transferred by The Lyford Cay Company Limited to Norwest S.A.

The Company purchased from Sir Harold Christie, 4,125 shares of Windsor Realty Company Limited for \$114,286 cash. These shares, along with the shares purchased from The Lyford Cay Company Limited referred to above, represented all the issued and outstanding shares of Windsor Realty Company Limited.

The Company purchased from Sir Harold Christie and from Bahamas Limited, a company of which Sir Harold Christie was a director and principal shareholder, 943 acres of land, including 5,477 feet of ocean frontage, for \$878,074 cash. This land included the property covered by the agreement to purchase and the option to purchase referred to above. Sir Harold Christie was not a director of the Company at the time the agreement to purchase and the option to purchase referred to above were entered into, nor at the time of the purchases referred to above.

1964 The Company purchased from Robert E. Blum, 155 acres of land for \$443,657. The purchase price was satisfied by a cash payment to Mr. Blum of \$160,392, by the issue to Mr. Blum of 120,000 shares of the Company and by the delivery to Mr. Blum of a mortgage in the principal amount of \$163,265. Mr. Blum became a director of the Company at the time of the purchase of this property.

1966 The Company purchased from The Men's Shop Limited, 66 acres of land on the outskirts of the City of Nassau for \$535,714. The purchase price was satisfied by a cash payment of \$125,893 and by giving back to the vendor a mortgage for \$409,821.

The Company purchased from Nassauvian Limited, various parcels of land having a total area of 1,374 acres for \$3,397,654. The purchase price was satisfied by the issue to Nassauvian Limited of 3,397,654 shares of the Company. To consolidate its property on the eastern boundary, in 1968 the Company exchanged with Her Majesty the Queen, for an equal area of land, approximately 440 acres of the property acquired from Nassauvian Limited.

Golden Isles Dairy Limited, a subsidiary of the Company, purchased from Her Majesty the Queen 20 acres of land for \$2,286 cash. Golden Isles Dairy Limited had previously occupied this property under a lease from Her Majesty the Queen, which lease required Golden Isles Dairy Limited to spend certain moneys on improvements on the property.

1968 The Company purchased from The Lyford Cay Company Limited 111 acres of land for \$242,204 cash.

The Company purchased from Nassauvian Limited, 753 acres of land, including 4,780 feet of ocean frontage, for \$2,160,014. The purchase price was satisfied by issuing to Nassauvian Limited 1,130,880 shares of the Company and by making a cash payment of \$1,029,134.

The Company sold to The Lyford Cay Company Limited 3½ acres of land, three reservoirs, water treatment facilities and pumping station for \$120,204 cash.

PRINCIPAL SHAREHOLDERS

As at September 30, 1968 the number of shares of the Company owned of record or beneficially, directly or indirectly, by each person or company who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the shares of the Company, was as follows:—

Name and Address	Type of ownership	Number of shares owned	Percentage of outstanding shares
Norwest S.A.	Of Record and		
Lyford Cay, New Providence Island	Beneficially (1)	12,546,376	67.2%
Bahamas			
Nassauvian Limited	Of Record and		
Box 1002	Beneficially (2)	4,528,534	24.3%
Nassau, New Providence Island			
Bahamas			

1. Because of the provisions of securities legislation, Mr. E. P. Taylor is deemed to control the parent company of Norwest S.A. and is deemed to beneficially own the shares of the Company owned of record and beneficially by Norwest S.A. Mr. Charles P. B. Taylor beneficially owns 16% of the shares of such parent company.
2. Eunice Lady Oakes, Dale House, Lake Cunningham, New Providence Island, Bahamas is the beneficial owner of the shares of Nassauvian Limited. Because of the provisions of securities legislation, the shares owned of record and beneficially by Nassauvian Limited are deemed to be beneficially owned by Eunice Lady Oakes.

On completion of the present financing, the percentage ownerships shown above will be reduced to 56.6% and 20.4% respectively.

As at September 30, 1968, the directors and senior officers of the Company as a group beneficially owned, directly or indirectly, 13,837,036 shares of the Company, representing 74.2% of such shares then outstanding and 62.4% of the shares to be outstanding upon completion of the present financing.

DIRECTORS AND OFFICERS

The names and home addresses in full of the directors and officers of the Company, the positions and offices in the Company held by each of them, and the principal occupation of each, are as follows:

Name and Home Address	Office	Principal occupation
EDWARD PLUNKET TAYLOR, C.M.G. Lyford Cay, New Providence Island, Bahamas	Chairman of the Board, President & Director	Industrialist
JOHN WILLIAM BAINTON. Lyford Cay, New Providence Island, Bahamas	Executive Vice-President. & Director	Executive, The New Providence Development Company Limited
ROGER STUART BLACKSHAW. Lyford Cay, New Providence Island, Bahamas	Vice-President. & Director	Executive, The New Providence Development Company Limited
ROBERT EDWARD BLUM. "Argonauta", Gambier, New Providence Island, Bahamas	Director.	Company Director
CLIFTON DONALD BORER. Victoria Court, Nassau, New Providence Island, Bahamas	Director.	President, Nassauvian Limited
DENNIS JENKIN BUNYAN. Lyford Cay, New Providence Island, Bahamas	Director.	Managing Director, Roy West Banking Corporation Limited Nassau, Bahamas
SIR HAROLD CHRISTIE, C.B.E. Millers Court, Nassau, New Providence Island, Bahamas	Director.	Realtor
REIDAR DAMSLET. West Hill, Nassau, New Providence Island, Bahamas	Director.	Company Director

ROY FRASER ELLIOTT, Q.C.....	Director.....	Partner, Stikeman, Elliott, Tamaki, Mercier & Robb, Barristers & Solicitors, Montreal
12 Aberdeen Avenue, Westmount, Quebec, Canada		
ANGUS CLAYTON McCLASKEY.....	Director.....	Property Development Consultant
100 Banbury Road, Don Mills, Ontario, Canada		
HARRY PHILIP OAKES.....	Director.....	Company Director
"Oakhill", Nassau, New Providence Island, Bahamas		
CHARLES PLUNKET BOURCHIER TAYLOR....	Director.....	Journalist
21 Duchess Mews, London, England		
CLIVE ANDREW MURRAY, C.A.....	Secretary and Treasurer.....	Executive, The New Providence Development Company Limited
Country Club, Nassau, New Providence Island, Bahamas		

All the directors and officers have held their present principal occupations for the past five years, except as follows: Mr. Roger S. Blackshaw was Managing Director of Sharples do Brasil, Sao Paulo, Brazil, until May 1964 and thereafter Vice-President and General Manager of The Lyford Cay Company Limited, New Providence Island, Bahamas, until June 1966 when he became a Vice-President of the Company. Mr. Dennis J. Bunyan was an executive of Westminster Bank Limited, London, England until September 1965 and thereafter Deputy Managing Director of RoyWest Banking Corporation Limited, Nassau, Bahamas, until August 1968 when he became Managing Director of RoyWest Banking Corporation Limited. Mr. Angus McClaskey was President of Canadian Equity & Development Company Limited, Toronto, Canada, until March, 1968. Mr. Clive A. Murray was an accountant with Messrs. Peat, Marwick, Mitchell & Co. in London, England and Nassau, Bahamas, until November 1966 when he became Secretary and Treasurer of the Company.

Remuneration

Neither the Company nor any of its subsidiaries made any payments to directors of the Company, as such, during the last financial year of the Company ended June 30, 1968 or during the three months ended September 30, 1968. The aggregate direct remuneration paid or payable by the Company and its subsidiaries to senior officers of the Company, as such, during the last financial year of the Company ended June 30, 1968 was \$118,000, and for the three months ended September 30, 1968 was \$32,000.

Stock Options

As at September 30, 1968, two of the directors and senior officers of Golden Isles Dairy Limited, a subsidiary of the Company, directly and through a company controlled by them, held options to purchase up to a maximum of 28,278 shares of the Company for cash at par, exercisable within thirty days after the redemption of non-cumulative redeemable preference shares of Golden Isles Dairy Limited held by them and by such company. These options were granted in September, 1966 at which time there was no public market for the shares of the Company. There was no public market for the shares of the Company on September 30, 1968.

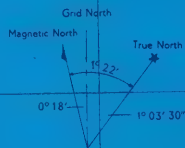
INTEREST OF MANAGEMENT AND OTHERS

Nassauvian Limited which is a principal shareholder of the Company was the vendor of certain properties acquired by the Company in 1966 and 1968, particulars of which are given under the heading "Property Acquisitions" in this prospectus. Particulars of transactions with The Lyford Cay Company Limited in 1968 are also given under the heading "Property Acquisitions" in this prospectus. Mr. E. P. Taylor, a director and officer of the Company, is a director and officer of Lyford Cay Investments Limited and a director and officer of its wholly-owned subsidiary The Lyford Cay Company Limited. Mr. Charles P. B. Taylor, a director of the Company, is also a director of Lyford Cay Investments Limited. Norwest S.A., which is a principal share-

NEW PROVIDENCE

N O R T H A T L A N T I C

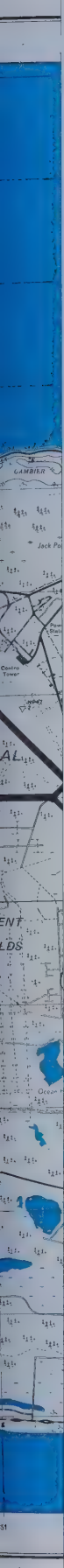
O C E A N



1" = .897 MILES



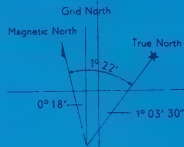
PREPARED BY THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED
BASED ON ORDINANCE SURVEY 3000-8-62-1270-O.S. DATED 1962
COMPANY'S PROPERTIES SHOWN IN YELLOW AS AT NOVEMBER 1968



NEW PROVIDENCE

N O R T H A T L A N T I C

O C E A N



1" = .897 MILES

PREPARED BY THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED
BASED ON ORDINANCE SURVEY 3000-8-62-1270-O.S. DATED 1962
COMPANY'S PROPERTIES SHOWN IN YELLOW AS AT NOVEMBER 1968

**Insert
Foldout
Here**



holder of the Company, is a principal shareholder of Lyford Cay Investments Limited. Mr. Robert E. Blum, a director of the Company, is a director and shareholder of Lyford Cay Investments Limited.

A partner in the firm of Messrs. Fraser & Beatty, counsel for the Underwriters, owns 25,000 shares of the Company.

The number of shares of the Company issued, directly or indirectly, to directors, officers and controlling persons of the Company for cash and property, is 18,415,070 shares, representing 98.7% of the shares of the Company now outstanding and 83.1% of the shares of the Company to be outstanding upon completion of the present financing. 6,186,333 shares were issued for cash, being 33.6% of the total so issued and 12,228,737 shares were issued for property, being 66.4% of the total so issued. All shares were issued at par.

MATERIAL CONTRACTS

Particulars regarding the material contracts entered into by the Company and its subsidiaries in the two years preceding the date hereof, other than in the ordinary course of business, are as follows:

1. The Underwriting Agreement referred to under the heading "Underwriting".
2. The agreements relating to the transactions referred to under the heading "Property Acquisitions".
3. Agreements dated June 13, 1967 whereby the Company and New Providence Water Development Company Limited, a wholly-owned subsidiary of the Company, obtained lines of credit of B\$500,000 and B\$1,000,000, respectively, from RoyWest Banking Corporation Limited ("RoyWest"). Loans to the full extent of the credits were obtained in June, 1967 and these loans were repaid and the loan agreements were terminated in June, 1968. The loan to the subsidiary was guaranteed by the Company. In consideration of entering into these agreements, RoyWest obtained an option to purchase 150,000 shares of the Company at par for cash. RoyWest exercised its option with respect to 75,000 shares and the option with respect to the remaining 75,000 shares was cancelled.

Copies of such agreements may be inspected at the principal office of the Company, New Providence, Bahamas and at the offices of Montreal Trust Company, 15 King Street West, Toronto, Ontario during ordinary business hours during the course of primary distribution of the shares offered hereby and for a period of 30 days thereafter.

DETAILS OF THE OFFERING

Description of the Shares

The capital of the Company consists of shares of B\$1.00 each of the class being offered by this prospectus. These shares are entitled to dividends as and when declared by the Board of Directors; are entitled to one vote per share; have no pre-emptive or conversion rights; and are entitled upon liquidation to receive *pro rata* such assets of the Company as are distributable to holders of such shares. The outstanding shares are, and the shares hereby offered will be, fully paid and non-assessable.

Non-Cumulative Voting

The holders of the shares of B\$1.00 each have non-cumulative voting rights, which means that the holders of more than 50% of the shares voting for the election of directors can elect all of the directors if they so choose and, in such event, the holders of the remaining shares will not be able to elect any directors.

Underwriting

The Company, under date of November 14, 1968, entered into an agreement (the "Underwriting Agreement") with Greenshields Incorporated and Pitfield, Mackay, Ross & Company Limited (the "Underwriters"), whereunder the Company agreed to sell and the Underwriters severally agreed to purchase in the proportion of 50% each, the 3,500,000 shares offered by this prospectus at a price of \$1.06 a share (Canadian funds) or the equivalent in Bahamian dollars or pounds sterling, based on exchange rates at November 11, 1968, payable in cash against delivery of the share certificates at a closing to be held on or about December 3, 1968, upon and subject to the terms and conditions set out in the Underwriting Agreement.

The Underwriting Agreement provides that the Underwriters are obliged to take up and pay for all of the shares offered by this prospectus if any of the said shares are purchased. The shares purchased by the Under-

writers will be offered to the public in Canada through the Underwriters. Some of the shares offered by this prospectus may be sold in the sterling area. In the event that payment is received in Bahamian dollars or pounds sterling for any shares so sold, the funds so received will be paid to the Company as part of the total purchase price, the amount of credit for such payment being calculated at the rates of exchange on November 11, 1968.

By agreement dated November 14, 1968, between the Underwriters and Norwest S.A., Nassauvian Limited, Robert E. Blum, Sir Harold Christie, R. Fraser Elliott, Lyford Cay Investments Limited and Old Fort Trading Company Limited, such companies and persons agreed that they would not sell or otherwise dispose of any shares of the Company until the date of the calling for trading of the shares on The Toronto Stock Exchange and for a period of 180 days thereafter without the prior written consent of the Underwriters.

EXCHANGE CONTROL

The Bahama Islands is one of the Scheduled Territories of the sterling area, the member countries of which follow common policies designed to conserve expenditures in non-sterling currencies and to limit conversion of sterling into non-sterling currencies. As used herein, the word "resident" means a resident of the sterling area and conversely the word "non-resident" means a resident of other than the sterling area.

The Exchange Control Regulations Act of the Bahama Islands and the regulations made thereunder impose certain restrictions on the issue and transfer of shares or other securities of Bahamas companies to non-residents. These regulations are administered by the Controller of Exchange of the Bahamas and his department.

Approval has been obtained from the Controller of Exchange for the Company to issue the shares offered by this prospectus. This approval carries with it the following rights and restrictions:

Shares Held by Non-Residents

Shares purchased by a non-resident with non-sterling currency have "approved status". This means that any dividends payable to such a non-resident may be paid in non-sterling currency and that upon the sale of such shares the non-resident is entitled to receive or convert the proceeds into non-sterling currency.

Shares Held by Residents

Shares purchased by a resident must be left on deposit with Trust Corporation of Bahamas Limited. Nassau, Bahamas, such deposit to be evidenced by a non-negotiable deposit receipt. This is required to obtain for the resident the right to sell his shares on the Canadian market.

Transfers

Shares may be transferred from one resident shareholder to another and from one non-resident shareholder to another without prior permission of the Controller of Exchange.

Sales by Residents to Non-residents

A resident may sell his shares on the Canadian market. Upon notification from the selling shareholder of such a sale Trust Corporation of Bahamas Limited will deliver the shares to the Canadian broker against payment. Trust Corporation of Bahamas Limited will exchange the non-sterling currency so received at the commercial rate of exchange applicable at the time of the transaction for Bahamian dollars and remit the latter to the selling shareholder.

Purchases by Residents from Non-residents

Residents may purchase shares on the Canadian market without resort to the premium or investment "dollar". Upon payment by the purchaser to Trust Corporation of Bahamas Limited of the Bahamian dollar equivalent of the purchase price, based on the commercial rate of exchange applicable at the time of the transaction, Trust Corporation of Bahamas Limited will forward the purchase price in Canadian dollars to the Canadian broker against receipt of the shares so purchased. The shares will then be deposited with Trust Corporation of Bahamas Limited as explained under "Shares Held by Residents".

Dividends

It is the Company's intention in the event of dividends or any other cash distributions to make such payments to non-residents in Canadian dollars and to residents in Bahamian dollars.

Rights

If rights to subscribe for further shares or other securities are issued by the Company, the Controller of

Exchange would normally permit residents and non-residents to purchase such securities in their respective currencies.

PRIOR SALES

Within the twelve months preceding the date hereof 5,464,116 shares of the Company have been issued at the par value thereof, 4,289,796 of such shares having been issued for cash at par for B\$4,289,796 and 1,174,320 of such shares having been issued in exchange for property.

DIVIDENDS

There are no present restrictions on the payment of dividends on the shares of B\$1.00 each of the Company. Since its incorporation the Company has not paid any dividends nor is it contemplated that dividends will be paid in the near future.

TRANSFER AGENTS AND REGISTRARS

The transfer agents and registrars of the Company's shares of B\$1.00 each are Trust Corporation of Bahamas Limited, Nassau, Bahamas and Montreal Trust Company at Halifax, Montreal, Toronto, Winnipeg, Calgary and Vancouver, Canada.

AUDITORS

The Company's auditors are Peat, Marwick, Mitchell & Co., P.O. Box 123, Sandringham House, Nassau, Bahamas.

LEGAL MATTERS

Legal matters in connection with the sale of the shares offered by this prospectus will be passed upon on behalf of the Underwriters by Messrs. Fraser & Beatty of Toronto, and on behalf of the Company by Messrs. Carson, Lawson & Levine, Nassau, Bahamas, on whose opinion as to certain matters counsel for the Underwriters will rely.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Sections 63 and 64 of The Securities Act, 1966 (Ontario), sections 63 and 64 of The Securities Act, 1967 (Alberta) and sections 70 and 71 of The Securities Act, 1967 (Saskatchewan) provide, in effect, that where a security is offered to the public in the course of primary distribution, in certain events and subject to certain conditions:

- (a) a purchaser will not be bound by a contract for the purchase of such security if written or telegraphic notice of his intention not to be bound is received by the vendor or his agent not later than midnight on the second business day after the final prospectus or amended final prospectus offering such security is received or is deemed to be received by him or his agent; and
- (b) a purchaser has the right to rescind a contract for the purchase of such security, if the final prospectus or any amended final prospectus offering such security, as of the date of receipt, contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such final prospectus or amended final prospectus is received or is deemed to be received by him or his agent.

Sections 61 and 62 of the Securities Act, 1967 (British Columbia) provide in effect that, where a security is offered to the public in the course of primary distribution, a purchaser has the same right of rescission described in (b) above while still the owner of the security and also that a purchaser has a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last prospectus, together with financial statement and reports and summaries of reports relating to the securities as filed with the British Columbia Securities Commission, was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission based on non receipt of a prospectus must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice.

Reference is made to the said Acts for the complete texts of the provisions under which the foregoing rights are conferred and the foregoing summary is subject to the express provisions thereof.

**The New Providence Development
AND CONSOLIDATED**

**Consolidated Balance Sheet and Profit and Loss Statement
as at June 30, 1977
(Expressed in B\$)**

ASSETS

			<u>Actual</u>	<u>Pro Forma</u> (note 2)
Current:				
Cash		B\$	597,733	B\$ 4,416,896
Accounts receivable, less allowance for doubtful accounts			143,864	143,864
Inventory of materials, supplies and dairy produce, at estimated cost ..			67,433	67,433
			<u>809,030</u>	<u>4,628,193</u>
Investment in shares of and advances to non-consolidated subsidiary (note 1):				
Shares, at cost			293,742	—
Advances			242	—
			<u>293,984</u>	<u>—</u>
Property held for development and sale:				
Freehold land, at cost			14,032,856	14,032,856
Development costs to date			232,533	232,533
			<u>14,265,389</u>	<u>14,265,389</u>
	<u>Cost</u>	<u>Accumulated Depreciation</u>		
Income-producing properties:				
Freehold land and improvements	B\$ 1,117,218	B\$ —	1,117,218	1,117,218
Improvements to leasehold land	29,614	2,000	27,614	27,614
Buildings	341,170	58,938	282,232	282,232
Plant and equipment	1,847,461	231,700	1,615,761	1,615,761
Water system	496,006	87,492	408,514	408,514
	<u>B\$ 3,831,469</u>	<u>B\$ 380,130</u>	<u>3,451,339</u>	<u>3,451,339</u>
Livestock, at estimated replacement value			108,455	108,455
			<u>3,559,794</u>	<u>3,559,794</u>
Other assets:				
Deferred charges (including financing expenses B\$15,411) (note 3)			368,180	368,180
Share issue expenses			—	60,000
			<u>368,180</u>	<u>428,180</u>
			<u>B\$19,296,377</u>	<u>B\$22,881,556</u>

Company Limited

SUBSIDIARIES

Pro Forma Consolidated Balance Sheet 1968

(Sri Lankan dollars)

LIABILITIES

	<u>Actual</u>	<u>Pro Forma</u> <u>(note 2)</u>
Current:		
Accounts payable and accrued expenses.....	B\$ 167,073	B\$ 167,073
Current portion of bank loans payable.....	103,012	103,012
Current portion of mortgage loan payable.....	91,072	91,072
	<u>361,157</u>	<u>361,157</u>
Long-term indebtedness:		
Bank loans payable in instalments due after one year.....	85,876	85,876
6% mortgage loan payable in equal half-yearly instalments to 1970 due after one year.....	91,071	91,071
	<u>176,947</u>	<u>176,947</u>
Minority interest in subsidiary company.....	<u>85,904</u>	<u>85,904</u>

SHAREHOLDERS' EQUITY

Capital stock (note 4):		
Authorized—30,000,000 shares of B\$1 each		
Issued—actual 18,605,839 shares; pro forma 22,159,760 shares.....	18,605,839	22,159,760
Retained earnings.....	66,530	97,788
	<u>18,672,369</u>	<u>22,257,548</u>

See accompanying notes to consolidated financial statements

Approved on behalf of the Board:

J. W. BAINTON, Director

R. S. BLACKSHAW, Director

<u>B\$19,296,377</u>	<u>B\$22,881,556</u>
----------------------	----------------------

**THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED
AND CONSOLIDATED SUBSIDIARIES**

**Consolidated Statement of Earnings
For the Five Years ended June 30, 1968
(Expressed in Bahamian dollars)**

	Years ended June 30				
	1964	1965	1966	1967	1968
Sales of construction materials, dairy produce and water.....	B\$14,152	B\$ 8,415	B\$22,846	B\$80,895	B\$1,153,422
Sale of land.....	—	—	—	—	98,469
Sundry revenues.....	40,424	42,336	41,648	11,533	35,934
TOTAL REVENUES.....	<u>54,576</u>	<u>50,751</u>	<u>64,494</u>	<u>92,428</u>	<u>1,287,825</u>
PROFIT FROM OPERATIONS BEFORE UNDERNOTED ITEMS.....	<u>35,486</u>	<u>22,261</u>	<u>41,833</u>	<u>33,851</u>	<u>442,225</u>
Interest, including amortization of financing expenses (note 5).....	—	—	12,776	—	198,118
Depreciation (note 5).....	20,058	23,598	22,739	26,091	181,842
	<u>20,058</u>	<u>23,598</u>	<u>35,515</u>	<u>26,091</u>	<u>379,960</u>
EARNINGS (LOSS) BEFORE OTHER INCOME AND EXPENSE.....	<u>15,428</u>	<u>(1,337)</u>	<u>6,318</u>	<u>7,760</u>	<u>62,265</u>
Amortization of deferred charges (note 3)	—	—	—	—	(23,040)
Share of loss of a subsidiary (note 1)....	—	—	—	(32,383)	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>(32,383)</u>	<u>(23,040)</u>
NET EARNINGS (LOSS) BEFORE MINORITY INTEREST.....	<u>15,428</u>	<u>(1,337)</u>	<u>6,318</u>	<u>(24,623)</u>	<u>39,225</u>
Minority interest in loss of subsidiary...	—	—	—	—	17,528
NET EARNINGS (LOSS) FOR THE YEAR...	<u>B\$15,428</u>	<u>B\$(1,337)</u>	<u>B\$ 6,318</u>	<u>B\$(24,623)</u>	<u>B\$56,753</u>

**Consolidated Statement of Retained Earnings
For the Five Years ended June 30, 1968
(Expressed in Bahamian dollars)**

RETAINED EARNINGS AT BEGINNING OF THE YEAR.....	B\$13,991	B\$29,419	B\$28,082	B\$34,400	B\$ 9,777
NET EARNINGS (LOSS) FOR THE YEAR...	<u>15,428</u>	<u>(1,337)</u>	<u>6,318</u>	<u>(24,623)</u>	<u>56,753</u>
RETAINED EARNINGS AT END OF THE YEAR.....	<u>B\$29,419</u>	<u>B\$28,082</u>	<u>B\$34,400</u>	<u>B\$ 9,777</u>	<u>B\$ 66,530</u>

See accompanying notes to consolidated financial statements

**THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED
AND CONSOLIDATED SUBSIDIARIES**

Consolidated Statement of Source and Application of Funds

For the five years ended June 30, 1968

(Expressed in Bahamian dollars)

SOURCE OF FUNDS	Years ended June 30				
	1964	1965	1966	1967	1968
Operations:					
Net earnings (loss) for the year....	B\$ 15,428	B\$ (1,337)	B\$ 6,318	B\$ (24,623)	B\$ 56,753
Add: Depreciation.....	20,058	23,598	22,739	26,091	181,842
Amortization of deferred financing and other expenses.	—	—	—	—	45,452
Other transactions not requiring an outlay of funds (net).....	—	5,429	—	—	38,062
	<u>35,486</u>	<u>27,690</u>	<u>29,057</u>	<u>1,468</u>	<u>322,109</u>
Proceeds from share issue.....	255,714	—	26	666,000	4,235,875
Proceeds from bank loans.....	—	—	280,000	1,408,888	—
Proceeds from mortgage and other loans.....	151,395	—	273,214	14,988	—
Proceeds from sale of assets.....	24,860	582	—	200,450	46,692
Shares issued to acquire land and shares of subsidiaries.....	120,000	—	—	3,523,904	1,174,320
Repayments of advances and refunds of deferred charges.....	37,580	47,497	41,130	106,633	69,022
Minority interest in net assets of subsidiary.....	—	—	—	81,858	4,046
Net increase (decrease) in current debt	<u>65,674</u>	<u>148,514</u>	<u>185,572</u>	<u>47,374</u>	<u>(874,800)</u>
	<u>B\$690,709</u>	<u>B\$224,283</u>	<u>B\$808,999</u>	<u>B\$6,051,563</u>	<u>B\$4,977,264</u>
APPLICATION OF FUNDS					
Expenditures on income-producing properties.....	B\$ 29,017	B\$ 28,717	B\$146,647	B\$1,764,521	B\$ 868,266
Deduct: charges not requiring an outlay of funds.....	—	—	—	—	37,166
	<u>29,017</u>	<u>28,717</u>	<u>146,647</u>	<u>1,764,521</u>	<u>831,100</u>
Acquisition of land.....	471,386	53,572	466,535	3,399,900	2,402,218
Development expenses.....	756	3,364	54,913	158,784	14,467
Deferred charges.....	29,315	75,863	29,589	300,709	20,408
Repayments of bank loans.....	—	—	—	—	1,603,012
Repayments of mortgage and other loans.....	—	62,767	86,315	93,385	106,059
Advances.....	160,235	—	25,000	9,264	—
Investment in shares of subsidiary...	—	—	—	325,000	—
	<u>B\$690,709</u>	<u>B\$224,283</u>	<u>B\$808,999</u>	<u>B\$6,051,563</u>	<u>B\$4,977,264</u>

See accompanying notes to consolidated financial statements

THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT JUNE 30, 1968

1. PRINCIPLES OF CONSOLIDATION AND CURRENCY BASIS

The accompanying consolidated financial statements consolidate the accounts of all subsidiaries except as follows:

- (a) one subsidiary in which the Company sold its interest subsequent to June 30, 1968; such subsidiary had no profit or loss during the period that it was controlled by the Company (See note 2 (a));
- (b) for the year ended June 30, 1967, the Company's share of the operating results of a subsidiary acquired during that year is reflected in the consolidated statement of earnings to the extent of its share of the net loss. All of the operations of this subsidiary are reflected in the year ended June 30, 1968.

All consolidated subsidiaries are wholly-owned, except one which is 95.1% owned.

The Company and its subsidiaries are all incorporated under the laws of the Bahama Islands and the accompanying financial statements are expressed in Bahamian dollars. At June 30, 1968, the rate of exchange was B\$1 = Cdn.\$1.05.

2. PRO FORMA CONSOLIDATED BALANCE SHEET

The pro forma consolidated balance sheet gives effect, as at June 30, 1968, to the following:

- (a) the sale by the Company of its investment in the non-consolidated subsidiary referred to in note 1(a), for a cash consideration of B\$325,242 and the application of the resulting gain of B\$31,258 to retained earnings;
- (b) the issue and sale of 3,500,000 shares of the Company for an aggregate cash consideration of B\$3,500,000 pursuant to an underwriting agreement dated November 14, 1968;
- (c) the payment of expenses of issue estimated at B\$60,000; and
- (d) the issue and sale of 53,921 shares of the Company to Norwest S.A. on September 30, 1968 for an aggregate cash consideration of B\$53,921.

3. DEFERRED CHARGES

All expenses of a general or administrative nature except those regarded as related to the minor revenue earning operations of the Company were deferred during development or prior to commencement of major revenue earning operations which began on July 1, 1967. These expenses, except financing expenses, are being substantially amortized over a 15 year period from that date. Financing expenses are being amortized over the period of the borrowings to which they relate.

4. SHARE CAPITAL AND SHARE OPTIONS

- (a) in May 1968, the authorized share capital of the Company was increased from B\$20,000,000 to B\$30,000,000 divided into shares of B\$1 each;
- (b) during the five years ended June 30, 1968, the following shares were issued at par for considerations other than cash:

Year ended June 30	No. of Shares	Par Value	Consideration
1964	120,000	B\$ 120,000	Land in the West of New Providence
1967	3,397,654	B\$3,397,654	Land in the West of New Providence
1967	126,250	B\$ 126,250	Acquisition of shares of a subsidiary
1968	1,130,880	B\$1,130,880	Land in the West of New Providence
1968	43,440	B\$ 43,440	Acquisition of shares of a subsidiary

The 1964 figures have been adjusted to reflect the sub-division of the shares from a par value of £1 (B\$2.85714) to a par value of 1 shilling (B\$0.14286) and their subsequent conversion to a par value of 7 shillings (B\$1) which took place in August, 1966.

- (c) options are held by the minority holders of redeemable preference shares of a subsidiary to purchase up to a maximum of 28,278 shares of the Company for cash at par, exercisable only within thirty days after the redemption of redeemable preference shares of the subsidiary held by them.

5. CAPITALIZATION OF INTEREST AND DEPRECIATION

In addition to the interest and depreciation charged to earnings, certain amounts have been capitalized as follows:

Year ended June 30	Amount Capitalized	
	Interest	Depreciation
1966	B\$ 17,476	B\$ 1,898
1967	B\$ 93,763	B\$ 12,960
1968	B\$ 14,467	B\$ 37,166

AUDITORS' REPORT

TO THE DIRECTORS,
THE NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED.

We have examined the consolidated balance sheet and pro forma consolidated balance sheet of The New Providence Development Company Limited and consolidated subsidiaries as at June 30, 1968 and the consolidated statements of earnings, retained earnings and source and application of funds for the five years ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion:

- (a) the accompanying consolidated balance sheet presents fairly the financial position of the companies as at June 30, 1968;
- (b) the accompanying pro forma consolidated balance sheet presents fairly the financial position of the companies as at June 30, 1968 after giving effect to the changes set forth in note 2 of notes to consolidated financial statements;
- (c) the accompanying consolidated statements of earnings and retained earnings present fairly the results of operations of the companies for the five years ended June 30, 1968;
- (d) the accompanying consolidated statement of source and application of funds presents fairly the source and application of funds of the companies for the five years ended June 30, 1968;

all in accordance with generally accepted accounting principles applied on a consistent basis.

Nassau, Bahamas
November 14, 1968

PEAT, MARWICK, MITCHELL & Co.
Chartered Accountants

There are no other material facts relating to the Company and its subsidiaries not disclosed in this prospectus.

November 14, 1968.

CERTIFICATE OF THE COMPANY

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia), Part 7 of The Securities Act, 1967 (Alberta), Part VIII of The Securities Act, 1967 (Saskatchewan), Part VII of The Securities Act, 1966 (Ontario), section 13 of the Securities Act (New Brunswick) and under the Securities Act (Quebec) and the regulations under such Acts.

E. P. TAYLOR
Chief Executive Officer

C. A. MURRAY
Chief Financial Officer

On behalf of the Board of Directors

H. G. CHRISTIE
Director

D. J. BUNYAN
Director

DIRECTORS

E. P. TAYLOR

J. W. BAINTON

R. S. BLACKSHAW

R. E. BLUM

C. D. BORER

D. J. BUNYAN

SIR HAROLD CHRISTIE

REIDAR DAMSLET

R. F. ELLIOTT

A. C. McCLASKEY

H. P. OAKES

C. P. B. TAYLOR

By his signature affixed below J. W. Bainton has, both personally and pursuant to powers of attorney duly executed, signed this prospectus on behalf of all the Directors of the Company listed above.

J. W. BAINTON

CERTIFICATE OF THE UNDERWRITERS

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia), Part 7 of The Securities Act, 1967 (Alberta), Part VIII of The Securities Act, 1967 (Saskatchewan), Part VII of The Securities Act, 1966 (Ontario), section 13 of the Securities Act (New Brunswick) and under the Securities Act (Quebec) and the regulations under such Acts.

GREENSHIELDS INCORPORATED

PITFIELD, MACKAY, ROSS & COMPANY LIMITED

Per: BARRIE A. GOAD

Per: WARREN Y. SOPER

The following are the names of all persons having an interest, either directly or indirectly, to the extent of not less than 5% in the capital stock of Greenshields Incorporated: Peter Kilburn, Viscount Hardinge, Dudley Dawson, J. E. Brookes and W. T. Moran.

The following includes the names of all persons having an interest, either directly or indirectly, to the extent of not less than 5% in the capital stock of Pitfield, Mackay, Ross & Company Limited: W. C. Pitfield, H. H. Mackay, D. L. Torrey, R. L. Hunter, W. Y. Soper, J. M. Arbour, A. F. MacAllaster and D. C. Mackay.

10. **TRANSFER AGENTS AND REGISTRARS**

The transfer agents and registrars for the shares of B\$1 each of the Company are Trust Corporation of Bahamas Limited, Nassau, Bahamas, and Montreal Trust Company at Halifax, Montreal, Toronto, Winnipeg, Calgary and Vancouver, Canada. The share certificates are mutually interchangeable.

11. **TRANSFER FEE**

No fee is charged on the transfer of the shares of B\$1 each other than customary stock transfer tax.

12. **AUDITORS**

The auditors of the Company are Messrs. Peat, Marwick, Mitchell & Co., Chartered Accountants, P.O. Box 123, Sandringham House, Nassau, Bahamas.

13. **DIRECTORS AND OFFICERS**

The directors and officers of the Company are as follows:

<u>Name</u>	<u>Address</u>	<u>Position and Office held</u>
Edward Plunket Taylor, C.M.G.	Lyford Cay, New Providence Island, Bahamas	Chairman of the Board, President and Director
John William Bainton	Lyford Cay, New Providence Island, Bahamas	Executive Vice-President and Director
Rogert Stuart Blackshaw	Lyford Cay, New Providence Island, Bahamas	Vice-President and Director
Robert Edward Blum	"Argonauta", Gambier, New Providence Island, Bahamas	Director
Clifton Donald Borer	Victoria Court, Nassau, New Providence Island, Bahamas	Director
Dennis Jenkin Bunyan	Lyford Cay, New Providence Island, Bahamas	Director
Sir Harold Christie, C.B.E.	Millers Court, Nassau, New Providence Island, Bahamas	Director
Reidar Damslet	West Hill, Nassau, New Providence Island, Bahamas	Director
Roy Fraser Elliott, Q.C.	12 Aberdeen Avenue, Westmount, Quebec, Canada	Director
Angus Clayton McClaskey	100 Banbury Road, Don Mills, Ontario, Canada	Director
Harry Philip Oakes	"Oakhill", Nassau, New Providence Island, Bahamas	Director
Charles Plunket Bouchier Taylor	21 Duchess Mews, London, England	Director
Clive Andrew Murray, C.A.	Country Club, Nassau, New Providence Island, Bahamas	Secretary and Treasurer

14. **CERTIFICATE**

Pursuant to a resolution passed by the board of directors the applicant Company hereby applies for listing of the above-mentioned securities on The Toronto Stock Exchange. The undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

15.

CERTIFICATE OF UNDERWRITERS

To the best of our knowledge, information and belief all of the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

GREENSHIELDS INCORPORATED

By "E. DUFF SCOTT"

PITFIELD, MACKAY, ROSS & COMPANY LIMITED

By "T. H. BAKER"